

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
OLD POINT INTERNATIONAL CORPORATION,

Plaintiff,

Index No: 07-CV-08178 (GEL)

-- against --

BRUCE HILL and CHARLES HALE,

**DECLARATION OF
HOLLY F. BERGER**

Defendants.

-----X

HOLLY F. BERGER hereby declares under penalty of perjury:

1. I am a paralegal employed by Bryan Cave, LLP ("Bryan Cave"), U. S. attorneys for Plaintiff Old Point International Corporation ("Old Point") in connection with various matters as requested from time to time.

2. Since October 5, 2007, I reviewed all of Bryan Cave's files relating to Old Point and Bruce Hill and Charles Hale in an effort to determine whether Mr. Hill or Mr. Hale had ever delivered the promissory notes referenced in their "as of" May 2003 Stock Purchase Agreements ("SPAs") with Old Point.

3. Although I found executed copies of the SPAs, as well as e-mails relating to the SPAs and the promissory notes, my search failed to uncover any signed copies of the promissory notes. Accordingly, the files of Bryan Cave do not indicate that Defendants ever delivered those notes to Old Point or anyone affiliated with Old Point.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 10th day of October, 2007, in New York, New York.


HOLLY F. BERGER